

Company Registration No. 29480

WILLIAM HILL LEISURE LIMITED

Report and Financial Statements

31 December 2002



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COMPANIES HOUSE 27/10/03

Deloitte & Touche LLP
London

WILLIAM HILL LEISURE LIMITED

REPORT AND FINANCIAL STATEMENTS 2002

CONTENTS

Page

Officers and professional advisers	1
Directors' report	2
Statement of directors' responsibilities	4
Independent auditors' report	5
Balance sheet	6
Notes to the accounts	7

WILLIAM HILL LEISURE LIMITED

REPORT AND FINANCIAL STATEMENTS 2002

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

Mr T D Singer
Mr I J Spearing
Mr S Wasani

SECRETARY

Mr N E Blythe-Tinker

REGISTERED OFFICE

15 Mark Lane
Leeds LS1 8LB

AUDITORS

Deloitte & Touche LLP
Chartered Accountants
London

WILLIAM HILL LEISURE LIMITED

DIRECTORS' REPORT

The directors present their report and audited financial statements for the 52 week period ended 31 December 2002.

PRINCIPAL ACTIVITY

The Company acts as an intermediate holding company. It did not trade during the current or preceding financial period. The Company is a subsidiary of William Hill PLC, which together with other subsidiaries of that company forms the William Hill Group of companies ("the Group").

REVIEW OF BUSINESS DEVELOPMENTS AND FUTURE ACTIVITIES

The Company's affairs and result for the financial period are shown in the attached financial statements.

The directors do not recommend payment of a dividend for the period (1 January 2002 – £nil).

The Company is not expected to trade in the foreseeable future.

DIRECTORS

The present membership of the Board of Directors is set out on page 1.

The directors who served throughout the period and subsequently are:

Mr T D Singer
Mr I J Spearing
Mr S Wasani

The directors' interests in the shares and rights to subscribe for shares in the Company's ultimate parent company (William Hill PLC) are disclosed in the financial statements of William Hill Organization Limited. Neither the directors nor the secretary had any interests in the share capital of the Company or any other Group company (except as disclosed in the accounts of William Hill Organization Limited) at any time during the period.

TERMS OF PAYMENT

William Hill Organization Limited, another operating company within the Group discharges all expenditure on behalf of the Group's UK subsidiaries. William Hill Organization Limited's normal practice is to agree terms of trading, including payment terms, with suppliers to all UK Group undertakings and, provided suppliers perform in accordance with agreed terms, it is the Group's policy that payment should be made accordingly. At 31 December 2002 the number of creditor days for William Hill Organization Limited was 17 days (1 January 2002 – 26 days).

WILLIAM HILL LEISURE LIMITED

DIRECTORS' REPORT (continued)

AUDITORS

On 1 August 2003 Deloitte & Touche transferred their business to Deloitte & Touche LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The Company's consent has been given to treating the appointment of Deloitte & Touche as extending to Deloitte & Touche LLP with effect from 1 August 2003 under the provisions of section 26(5) of the Companies Act 1989.

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors and a resolution to re-appoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board



~~N E Blythe-Tinker~~

Secretary

25 September 2003

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company as at the end of the financial period and of the profit or loss of the Company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the system of internal control, for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WILLIAM HILL LEISURE LIMITED

We have audited the financial statements of William Hill Leisure Limited for the 52 week period ended 31 December 2002 which comprise the balance sheet and the related notes 1 to 9. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities, the Company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the Company is not disclosed.

We read the directors' report for the above period and consider the implications for our report if we become aware of any apparent misstatements.

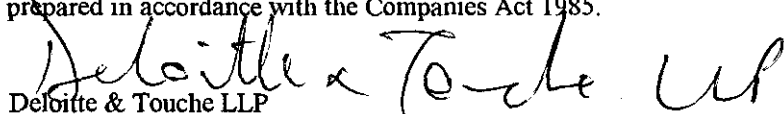
Basis of audit opinion

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 31 December 2002 and of its result for the 52 week period ended 31 December 2002 and have been properly prepared in accordance with the Companies Act 1985.


Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

London

25 September 2003

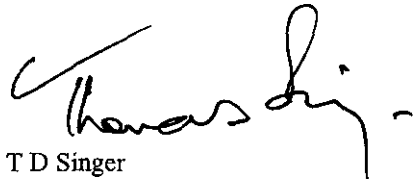
WILLIAM HILL LEISURE LIMITED

**BALANCE SHEET
at 31 December 2002**

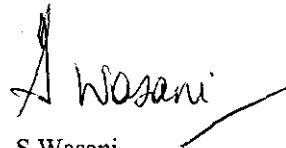
	Note	31 December 2002 £'000	1 January 2002 £'000
FIXED ASSETS			
Investments	4	-	-
CURRENT ASSETS			
Debtors	5	1,650	1,650
Cash at bank and in hand		-	-
CREDITORS: amounts falling due within one year	6	<u>(11)</u>	<u>(11)</u>
NET CURRENT ASSETS AND TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,639</u>	<u>1,639</u>
CAPITAL AND RESERVES			
Called up share capital	7	428	428
Profit and loss account	8	<u>1,211</u>	<u>1,211</u>
EQUITY SHAREHOLDERS' FUNDS		<u>1,639</u>	<u>1,639</u>

These financial statements were approved by the Board of Directors on 25 September 2003.

Signed on behalf of the Board of Directors



T D Singer
Director



S Wasani
Director

WILLIAM HILL LEISURE LIMITED

NOTES TO THE ACCOUNTS

52 week period ended 31 December 2002

1. ACCOUNTING POLICIES

The significant accounting policies of the Company are as follows:

Basis of preparation

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards and under the historical cost convention.

A cash flow statement, as required by Financial Reporting Standard ("FRS") 1 (Revised) Cash Flow Statements, has not been prepared, as the Company is a wholly owned subsidiary of William Hill PLC, a company incorporated in Great Britain and the consolidated accounts of William Hill PLC include a cash flow statement in the form prescribed by FRS 1 (see note 9).

These financial statements present information about the individual Company and not about its group. The Company has not prepared group accounts as, in accordance with S228 of the Companies Act 1985, the Company is a wholly owned subsidiary of another company incorporated in Great Britain (see note 9).

Fixed asset investments

Investments are stated at cost less provision for any impairment in value.

2. STAFF COSTS

There are no employees of the Company in either the current or preceding financial period.

The directors of the Company are also directors of other trading and holding companies within the Group and it is not practicable to allocate their remuneration for the current or preceding period between their services to each company. Therefore details of their remuneration, for the 52 week period ended 31 December 2002 and 53 week period ended 1 January 2002 are disclosed in the financial statements of William Hill Organization Limited.

	52 week period ended 31 December 2002 No.	53 week period ended 1 January 2002 No.
The number of directors who are members of: Defined benefit pension scheme	3	3

Disclosures in respect of the defined benefit pension scheme are provided in the financial statements of William Hill Organization Limited.

3. ACTIVITIES

The Company has not traded and has made neither profit nor loss nor any recognised gain or loss in the financial periods ended 31 December 2002 and 1 January 2002, and accordingly no profit and loss account or statement of total recognised gains and losses is presented.

WILLIAM HILL LEISURE LIMITED

NOTES TO THE ACCOUNTS 52 week period ended 31 December 2002

4. INVESTMENTS HELD AS FIXED ASSETS

	31 December 2002 £'000	1 January 2002 £'000
Cost	14	14
Provision for impairment	(14)	(14)
Net book value	<u> </u>	<u> </u>

The principal subsidiaries, all of which are wholly owned, incorporated in Great Britain and did not trade throughout the current and preceding period are:

Family Entertainments Limited
Hearsport Limited

5. DEBTORS

	31 December 2002 £'000	1 January 2002 £'000
Amounts owed by Group undertakings	<u>1,650</u>	<u>1,650</u>

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2002 £'000	1 January 2002 £'000
Other creditors	<u>11</u>	<u>11</u>

7. CALLED UP SHARE CAPITAL

	31 December 2002 £'000	1 January 2002 £'000
Authorised: 5,000,000 ordinary shares of 10p each	<u>500</u>	<u>500</u>
Called up, allotted and fully paid: 4,277,550 ordinary shares at 10p each	<u>428</u>	<u>428</u>

8. PROFIT AND LOSS ACCOUNT

	£'000
Balance at 1 January 2002 and 31 December 2002	<u>1,211</u>

WILLIAM HILL LEISURE LIMITED

NOTES TO THE ACCOUNTS

52 week period ended 31 December 2002

9. ULTIMATE PARENT COMPANY AND RELATED PARTY TRANSACTIONS

The Company is taking advantage of the exemption granted by paragraph 3(c) of FRS 8, Related Party Disclosures, not to disclose transactions with companies within the William Hill PLC Group which are related parties.

At the balance sheet date, the Company's ultimate parent company and controlling party was William Hill PLC, a company incorporated in Great Britain. The Company's immediate parent company and controlling entity is Windsors (Sporting Investments) Limited, a company incorporated in Great Britain.

The parent company of the largest and smallest groups for which group accounts are prepared of which this Company is a member is William Hill PLC, a company incorporated in Great Britain.

Copies of the financial statements of William Hill PLC and Windsors (Sporting Investments) Limited are available from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.